



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

RECORDATION NO. 12350-A Filed 1425

FEB 17 1984 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

February 14, 1984

No.

Date

4-48A042
FEB 17 1984

Fee \$ 10.00

ICC Washington, D.C.

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. §11303 and the regulations thereunder five original counterparts of a Supplemental Equipment Trust Agreement dated as of February 3, 1984, between the following:

- (a) Trustee-Lessor Bankers Trust Company
Four Albany Street
New York, New York 10015
- (b) Lessee: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

The equipment covered by the above Supplemental Equipment Trust Agreement is as follows:

- 6 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation C214, initialled ACFX and numbered 36495, 36508, 36509, 36511, 36514 and 36519.
- 4 - Railroad Center Flow Covered Hopper Cars, AAR Mechanical Designation C113, initialled ACFX and numbered 27829 through 27832.

The enclosed Supplemental Equipment Trust Agreement supplements the Equipment Trust Agreement dated as of September 15, 1980 between Bankers Trust Company, Trustee-Lessor, and ACF Industries, Incorporated, Lessee, which was filed and recorded in your office on or about that date under Recordation No. 12350. According to our records no supplement or other document relating to the Equipment Trust Agreement was filed with you thereafter; therefore, it appears that the enclosed item should follow sequentially with Recordation No. 12350-A.

Please check to be sure

Secretary
Interstate Commerce Commission
Page 2

February 14, 1984

We request that four copies of the enclosed Supplemental Equipment Trust Agreement, including the copy stamped "ACF" in the upper right hand corner, all bearing the Commission's recordation data, be returned to R. W. Montgomery, Assistant Secretary, ACF Industries, Incorporated, 750 Third Avenue, New York, New York 10017, or to the bearer.

Sincerely,

A handwritten signature in cursive script, appearing to read "R. W. Montgomery".

R. W. Montgomery
Assistant Secretary

RWM:ss
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

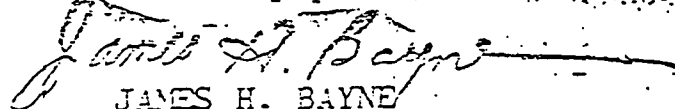
2/17/84

R.W. Montgomery
Assist. Secretary
ACF Industries, Incorp.
750 Third Avenue
New York, N.Y. 10017

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **2/17/84** at **11:15am** and assigned re-recording number(s). **12350-A**

Sincerely yours,


JAMES H. BAYNE

Secretary

Enclosure(s)

SE-30
(7/79)

KEEP FOR
ICC
FILE COPY

REGISTRATION NO. 12350-A Filed 1425

FEB 17 1984 11 15 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED

EQUIPMENT TRUST SERIES K

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated AS OF February 3, 1984

between

BANKERS TRUST COMPANY, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED as of February 3, 1984 between BANKERS TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated as of September 15, 1980 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries, Incorporated Equipment Trust Series K " pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 4.07 of the Agreement, the Trustee has made payment to the Company of \$414,889.00 out of funds previously deposited with the Trustee pursuant to Section 4.08 of the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said Request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Officer's Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 4.07 of the Agreement; and

WHEREAS, Section 4.07 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective

officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

BANKERS TRUST COMPANY, Trustee

By Herbert A. Randolph
Assistant Vice President

(Corporate Seal)

Attest:

W. H. H. H.
Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By B. A. Gustaf
Treasurer

(Corporate Seal)

Attest:

Mary L. Breslin
Assistant Secretary

EXHIBIT A

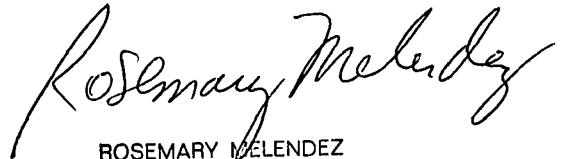
Description of Substituted Equipment

Cars Initialled ACFX and Numbered	A.A.R. Mechanical Designation Code	Placed In Service	Cost	Cost Less 1/20th For Each Year In Service	Fair Value	Value
36495	C214	Sept. 1982	\$51,427	\$ 48,856	\$ 48,105	\$ 48,105
36508	C214	Sept. 1982	51,427	48,856	48,105	48,105
36509	C214	Sept. 1982	51,427	48,856	48,105	48,105
36511	C214	Sept. 1982	51,427	48,856	48,105	48,105
36514	C214	Sept. 1982	51,427	48,856	48,105	48,105
36519	C214	Sept. 1982	51,427	48,856	48,216	48,216
27829	C113	Dec. 1982	44,038	41,836	41,634	41,634
27830	C113	Dec. 1982	44,038	41,836	41,634	41,634
27831	C113	Dec. 1982	44,038	41,836	41,634	41,634
27832	C113	Dec. 1982	44,038	<u>41,836</u>	<u>41,634</u>	<u>41,634</u>
				\$460,480	\$455,277	\$455,277

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 9th day of February, 1984, before me personally appeared HARRIET A. DRANDOFF to me personally known, who, being by me duly sworn, says that she is an ^{Assistant} Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

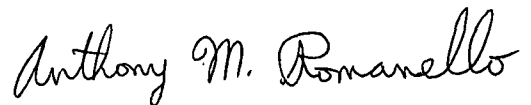


ROSEMARY MELENDEZ
Notary Public, State of New York
No. 4679497
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 1984

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 3rd day of February, 1984, before me personally appeared B. A. Gustafsen, to me personally known, who, being by me duly sworn, says that he is Treasurer of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)



ANTHONY M. ROMANELLO
Notary Public, State of New York
No. 31-4703607
Qualified in New York County
Commission Expires March 30, 1985